

interconnection with the existing Alameda Avenue and Bob Hope Drive signal.

36. Developer shall provide sufficient parking for all Developer and construction employees in Developer-controlled off-street parking facilities during all construction periods. In the event that any parking facility is located more than one-half mile from the Project Site, Developer shall provide a shuttle for workers using that facility.
37. In the event Developer locates any new restaurant or retail uses on the Project Site, Developer shall provide adequate on-site parking to accommodate such uses and shall provide adequate signage to direct patrons to such parking facilities.
38. Prior to adding 300 or more parking spaces to the portion of the Project Site north of Parkside Avenue and east of Bob Hope Drive, Developer shall work with St. Joseph's to improve the existing private driveway extending from Alameda Avenue opposite Naomi Street southward to the eastern terminus of Parkside Avenue such that the improved private driveway shall provide a minimum 36-foot wide approach to Alameda Avenue, a minimum 28-foot cross-section wherever curbside parking is not allowed, and a minimum 30-foot cross-section wherever curbside parking is allowed along one curb.

In the event Developer, after good faith negotiations, is unable to improve the existing private driveway because of an inability to reach agreement, then Developer shall propose an alternative design(s) to the satisfaction of City Traffic Engineer, as a substitute measure.

E. Parking for Visitors to Johnny Carson Park

39. Prior to removing any Park-Related Parking Spaces on Bob Hope Drive, Developer shall: (a) install angled parking (at an angle not exceeding 75 degrees) on the south side of Parkside Avenue immediately adjacent to Johnny Carson Park (the "Park") such that the total number of Park-Related Parking Spaces after installation remains at least equal to the total number of Park-Related Parking Spaces in existence as of the date of the Agreement; or (b) install to the City's satisfaction sufficient parking within 300 feet of the Park such that the total number of parking spaces conveniently available to Park visitors remains at least equal to the total number of Park-Related Parking Spaces in existence as of the date of the Agreement.

40. As used in these Conditions, "Park-Related Parking Spaces" shall mean all parking spaces immediately adjacent to the Park on both the east side of Bob Hope Drive north of State Route 134 and south of Parkside Avenue and the south side of Parkside Avenue. In installing any angled parking on the south side of Parkside Avenue as a result of the preceding Condition, Developer shall guarantee sufficient road width on Parkside Avenue to accommodate two lanes of traffic. To the extent necessary to ensure such road width, Developer shall move all or part of the existing City sidewalk on the north side of Parkside Avenue northward onto Developer's land so that all or part of the City land with the existing City sidewalk may be used for street traffic. In the event all or part of the existing sidewalk is moved northward onto Developer's land, that relocated sidewalk shall not be required to exceed six feet in width, nor shall it reduce Developer's allowable development density, nor shall it increase any structure's setback that would otherwise apply to such structure. It shall be acceptable for Developer to reduce the width of its landscape area along Parkside Avenue in an amount equal to the width of any portion of the sidewalk moved onto Developer's land. In complying with this Condition and the preceding Condition, Developer shall not be required to dedicate any land to the City, but shall maintain any portion of a sidewalk on Developer's land as a private sidewalk available to the public.
41. Prior to removing any Park-Related Parking Spaces on Bob Hope Drive, Developer shall install a sign at the Park directing Park visitors to additional parking at the City parking lot east of the Park.

AIR QUALITY

42. Developer and its contractors shall comply with the following construction-related air quality mitigation measures:
- a. Normal wetting procedures or other dust palliative measures shall be followed during earth-moving operations to minimize fugitive dust emissions in compliance with the Code and South Coast Air Quality Management District ("SCAQMD") Rule 403.
 - b. Roadways shall be periodically swept or otherwise cleared of any spilled export material to assist in minimizing fugitive dust.
 - c. Heavy-duty construction equipment shall be kept on-site when feasible and when not in operation to minimize

exhaust emissions associated with vehicles repetitiously entering and exiting the Project Site.

- d. Trucks importing or exporting soil material and/or debris shall be covered and/or sprinkled prior to entering public streets.
 - e. Plant any groundcover as soon as practicable after completion of earth-moving operations to provide for effective soil stabilization.
 - f. Activate the irrigation systems necessary to water and maintain the any groundcover as soon as feasible.
 - g. Discontinue any construction activities that contribute significantly to air emissions during any second stage smog alert.
43. Developer shall take all appropriate steps to ensure that any Project contractors record compliance at the required intervals with the City's Construction-Related Air-Quality Mitigation Monitoring form applicable to development in the Media District subject to Development Review.
44. Developer shall take all appropriate steps to ensure that any Project contractors comply with the following construction-related measures:
- a. Water site and equipment morning and evening.
 - b. Spread soil binders on site, unpaved roads and parking sites.
 - c. Operate street-sweepers on paved roads adjacent to site.
 - d. Reestablish groundcover on construction site through seeding and watering.
 - e. Wash off trucks leaving site.
 - f. Properly tune and maintain construction equipment.
 - g. Use low-sulfur fuel for construction equipment.
 - h. Provide rideshare incentives for construction personnel.
 - i. Provide transit incentives for construction workers.

- j. Configure construction parking to minimize traffic interference.
 - k. Minimize obstruction of through-traffic lanes.
 - l. Provide a flagperson to ensure safety at construction sites.
 - m. Schedule operations affecting roadways for off-peak traffic hours.
- 45. Uniform Building Code requirements for energy-efficient electrical and gas appliances shall be included in all applicable Project uses.
 - 46. Developer shall comply with all SCAQMD rules and regulations applicable to the development of the Project in effect at the time of any construction on the Project Site.
 - 47. Developer shall implement all applicable and feasible construction measures that are identified in Tables 11-2 and 11-4 of the SCAQMD's CEQA Air Quality Handbook, or which are in effect at that time.
 - 48. To the extent technically and economically practicable, Developer shall use building materials that produce fewer emissions during their stages of development or use (e.g., bricks, stones, water-based paints).
 - 49. To the extent technically and economically practicable, Developer shall use light-colored roofing materials as opposed to dark roofing materials.
 - 50. To the extent technically and economically practicable, Developer shall increase roofing and wall insulation over the minimum standards currently required.
 - 51. To the extent technically and economically practicable, Developer shall install special sunlight-filtering window coatings or double-paned windows to reduce thermal gain or loss.
 - 52. Developer shall implement all applicable and feasible operational measures that are identified in Tables 11-6 and 11-7 of the SCAQMD's CEQA Air Quality Handbook, or which are in affect at that time.
 - 53. Developer shall comply with Title 24 of the California Code of Regulations which are current at the time of any Project development.

54. Lighting for parking areas shall utilize energy efficient light and mechanical, computerized or photo cell switching devices to reduce unnecessary energy usage.
55. On-site subterranean parking structures shall provide adequate ventilation systems to disperse pollutants and preclude the potential for any unlawful or hazardous pollutant concentration to occur. In the event any on-site subterranean parking structures use a mechanical ventilation system, such mechanical ventilation system(s) shall not be located along a public right of way.
56. Developer shall provide conveniently-located recycling bins and containers on-site with adequate access for haulers.

NOISE

57. Prior to issuance of grading permits, Developer shall submit a noise control plan to the satisfaction of the City's Director of Community Development. Noise attenuating construction requirements shall be enforced by the Building Official. The noise control plan shall provide for all of the following requirements:
 - a. Excavation, grading, and other outdoor construction activities related to new Project construction (not including any set construction or other production-related activities) shall be restricted to 7:00 a.m. to 7:00 p.m. Mondays through Fridays, and 8:00 a.m. to 7:00 p.m. Saturdays, and shall be subject to approval of the Department of Building and Safety and/or other responsible agencies.
 - b. To the extent physically and economically practicable, all construction equipment shall be stored on the Project Site (or in the vicinity of the Project Site subject to the City Traffic Engineer's approval) during outdoor construction phases to eliminate or minimize daily heavy-duty truck trips on vicinity roadways.
 - c. All construction equipment, stationary or mobile, shall be equipped with properly operating and maintained mufflers, and all engines shall be kept in proper tune.
 - d. No idling or queuing of construction vehicles, including the idling or standing of the construction workers' personal vehicles, shall be permitted on local residential streets prior to 7:00 a.m. Mondays through Fridays or prior to 8:00 a.m. Saturdays.

- e. A hauling route plan shall be approved by the City that shows all construction haul routes and that prohibits construction hauling on local residential streets.
 - f. To the extent there is any outdoor construction on the west side of the Project Site along California Street that occurs concurrently with construction on the unrelated project across California Street, Developer shall attempt to meet with the developer of the unrelated project in a good faith effort to coordinate any concurrent construction activities to minimize construction traffic and ingress/egress impacts.
 - g. Notwithstanding paragraphs (a) and (d) of this Condition, Developer may propose construction times and days beyond those set above, provided that any such proposal be approved in advance of construction by the City's Director of Community Development upon the Director making a finding that the Developer's proposed construction hours will cause no excessive noise impacts to nearby residences or commercial uses.
 - h. All provisions of the noise control plan which require compliance by Developer's contractors or subcontractors shall be placed in all construction contracts between Developer and its contractors or subcontractors. Proof of compliance with this provision shall be part of the noise control plan.
58. Prior to issuance of building permits for any individual construction project occurring as part of the Project approved by the Agreement, Developer shall provide at least three days advance notice to all property owners within 300 feet of the Project Site (as determined by a list to be provided by the City) that site development-related activities will take place on the site, including types of equipment uses, expected length of the construction day, and construction duration.
59. Wherever outdoor construction occurs in close proximity to the residential area along Alameda Street, Johnny Carson Park, and St. Joseph's Medical Center, appropriate noise reduction measures shall be implemented, including changing the location of stationary construction equipment, shutting off idling equipment, and installing temporary acoustic barriers around stationary construction noise sources.
60. Any construction staging areas located on the Project Site shall be situated, to the extent physically and economically practicable, to minimize impact to nearby occupied residences.

61. At all times during any outdoor construction activity on the Project Site, Developer shall post signs on the Project Site visible from the nearest public right-of-way stating the allowable hours of outdoor construction and construction vehicle queuing, and providing telephone numbers for the following people to whom the public can lodge any complaints: a representative of the City Building Division; a representative of the City Police Department; and a representative of the Developer.

WATER

62. Prior to issuance of building permits for any individual construction project occurring as part of the Project approved by the Agreement, Developer shall pay the appropriate Water System fees in accordance with the Public Service Department, Water Division, Rules and Regulations adopted July 1, 1996.
63. Developer shall pay all costs for water system improvements needed for the development of the Project, provided that such improvements are solely for the benefit of the Project.
64. Pressure regulators shall be installed on all water services in accordance with the City's rules and regulations governing water service, provided that such rules and regulations are non-discriminatory and Citywide or Media District-wide in application.
65. Developer shall construct a 12-inch diameter distribution main in Bob Hope Drive, between Alameda Avenue and Warner Boulevard, and a 16-inch main in Olive Avenue between California Street and Alameda Avenue. This Condition shall be phased to be implemented when appropriate during the build out of the Project, based upon the City's reasonable, good faith determination that implementation of such Condition at a particular time is necessary to serve, or to mitigate impacts from, any individual construction project for which Developer seeks a building permit. Developer shall not be required to implement this Condition all at one time or when the first building permit is sought, but shall only implement the components of this Condition when it is appropriate and necessary to do so.
66. Developer shall design and install a separate irrigation system for the use of reclaimed water, which may be available in the future. The future reclaimed water system shall follow all requirements pertaining to the installation, identification, and separation from potable water that applies to reclaimed water systems in accordance

with Section 4.09 of Public Service Department - Water Division Rules and Regulations.

WASTEWATER

67. Developer shall pay applicable sewer facilities charges, as established by the Public Works Department, prior to the issuance of a permit to connect any new Project development to the Burbank sewer facilities system, provided that such charges are non-discriminatory and Citywide or Media District-wide in application.
68. Prior to receiving a Certificate of Occupancy for any office building on the portion of the Project Site east of Bob Hope Drive and north of Parkside Avenue, Developer shall construct a new public sewer line in Alameda Avenue from the portion of Alameda Avenue adjacent to this portion of the Project Site, easterly to a connection point with the existing 21-inch sewer in Buena Vista Street.
69. Developer shall pay a pro-rata share towards necessary downstream sewer pipeline improvements as outlined in the City of Burbank Wastewater Master Plan. Pro-rata share will be defined relative to the Project's impact on the existing downstream sewer system and will be offset by the cost of the new line in Alameda Avenue.

DRAINAGE

70. Developer shall acquire permits for the necessary connections and modifications to the existing storm drains from the City of Burbank Public Works Department.
71. Prior to receiving a Certificate of Occupancy for (a) any structure(s) adding 600,000 OE-GSF of new construction onto the portion of the Project Site west of Bob Hope Drive, or (b) any structure(s) adding 475,800 OE-GSF of new construction onto the portion of the Project Site east of Bob Hope Drive and north of Parkside Avenue, Developer shall improve the earthen ditch at the south end of Johnny Carson Park to accommodate redirected drainage flows.
72. Developer shall file a Notice of Intent ("NOI") with the California Regional Water Quality Control Board, Los Angeles Region ("RWQCB") which complies with the National Pollution Discharge Elimination System ("NPDES") permit requirements for construction activity.
73. As part of the NOI, a Storm Water Pollution Prevention Plan incorporating Best Management Practices (BMP's) for storm

water runoff shall be developed prior to issuance of grading permits for any individual construction project.

74. Developer shall take all physically and economically practicable measures to minimize the impact of construction activities to existing City streets.

ELECTRICAL

75. Developer shall pay the first costs of any electric improvements solely benefiting the Project Site, but Developer shall be entitled to be reimbursed from any future developments or projects using or benefiting from such improvements for any costs in excess of Developer's proportional share of such improvements.
76. Developer shall consider use of uninterruptible power supply equipment for critical computer and standby generator power use.
77. Developer shall use the California Non-Residential Building Standard (found in California Administrative Code Title 24) to consider and implement high-energy efficient electrical equipment and other devices for minimizing peak demand and wasteful energy consumption. New Project development shall comply with the minimum power factor required by the Code.
78. All new Project development shall incorporate the energy conservation requirements of the Uniform Building Code and the Code.
79. Developer shall pay for any relocation of existing electrical/street light facilities needed as a result of construction required for the Project development.
80. Developer shall consider use of surge suppressers, filters, isolation transformers or other available practical means to preserve the quality of its power service.
81. Developer shall add new electrical loads in such a way as not to affect adversely the Burbank Public Service Department's power quality.
82. Any new electrical load above a total load of 17,000 kVA on Developer's existing electric substation shall be served by a new 34.5 kV to 12.47 kV customer substation on the Project Site, or by a new community substation, unless Developer shows to the City's satisfaction that the Project's electrical load can be adequately and safely accommodated by an alternative method. No community substation shall be required without Developer's consent.

NATURAL GAS

83. Developer shall comply with all energy conservation requirements of the Uniform Building Code applicable to new Project development.

SCHOOLS

84. Developer shall pay school facilities impact fees to the Burbank Unified School District as required by state law when building permits are issued for any individual construction project built as part of the Project.
85. If, prior to the Effective Date of the Agreement, Developer has reached any agreement with the Burbank Unified School District for the payment of school fees above and beyond those impact fees required by law, then Developer shall comply with the terms and conditions of any such agreement.

TRACT MAP CONDITIONS

86. Developer shall have the right to record, from time to time and in its sole discretion, multiple final tract maps covering all or any portion of the Project Site, provided that such final maps are substantially in compliance with the Tentative Tract Map approved by the City in connection with this Project.
87. Prior to recording any final tract map, Developer shall identify which of these Conditions are applicable to each lot created, subject to approval by the City.
88. Developer shall have the right to create up to 15 lots, provided that such lots are substantially in compliance with the Tentative Tract Map approved by the City in connection with this Project.
89. Every lot shown on any final tract map shall have frontage on a public or private street in accordance with Code requirements.
90. Any final map(s) containing lots with frontage on Warner Boulevard shall include each lot's acquired portion of Warner Boulevard, should Warner Boulevard be vacated.
91. Fee vesting shall be as set forth in Section 3.2 of the Agreement.

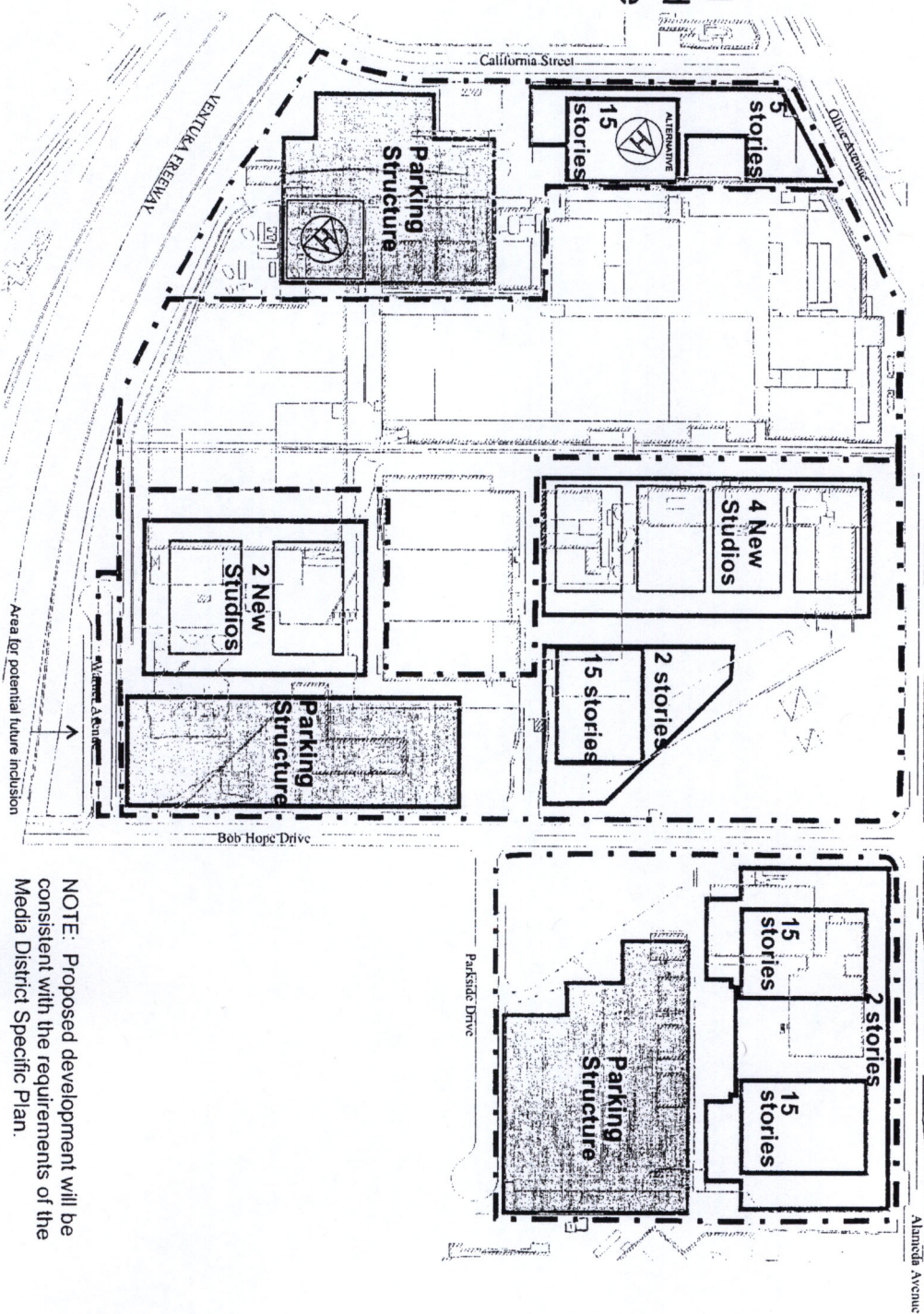
EXHIBIT "E"
ILLUSTRATIVE CONCEPT DIAGRAM

AREA 2
Existing Core
Studio, Service
and Office

AREA 3
Office, Studio
and Service

AREA 4
Office and Service

AREA 1
Office and
Service



NOTE: Proposed development will be consistent with the requirements of the Media District Specific Plan.

ILLUSTRATIVE CONCEPT

NBC STUDIOS BURBANK Master Plan

JOHNSON FAIR AND PEREIRA ASSOCIATES

July 18, 1996

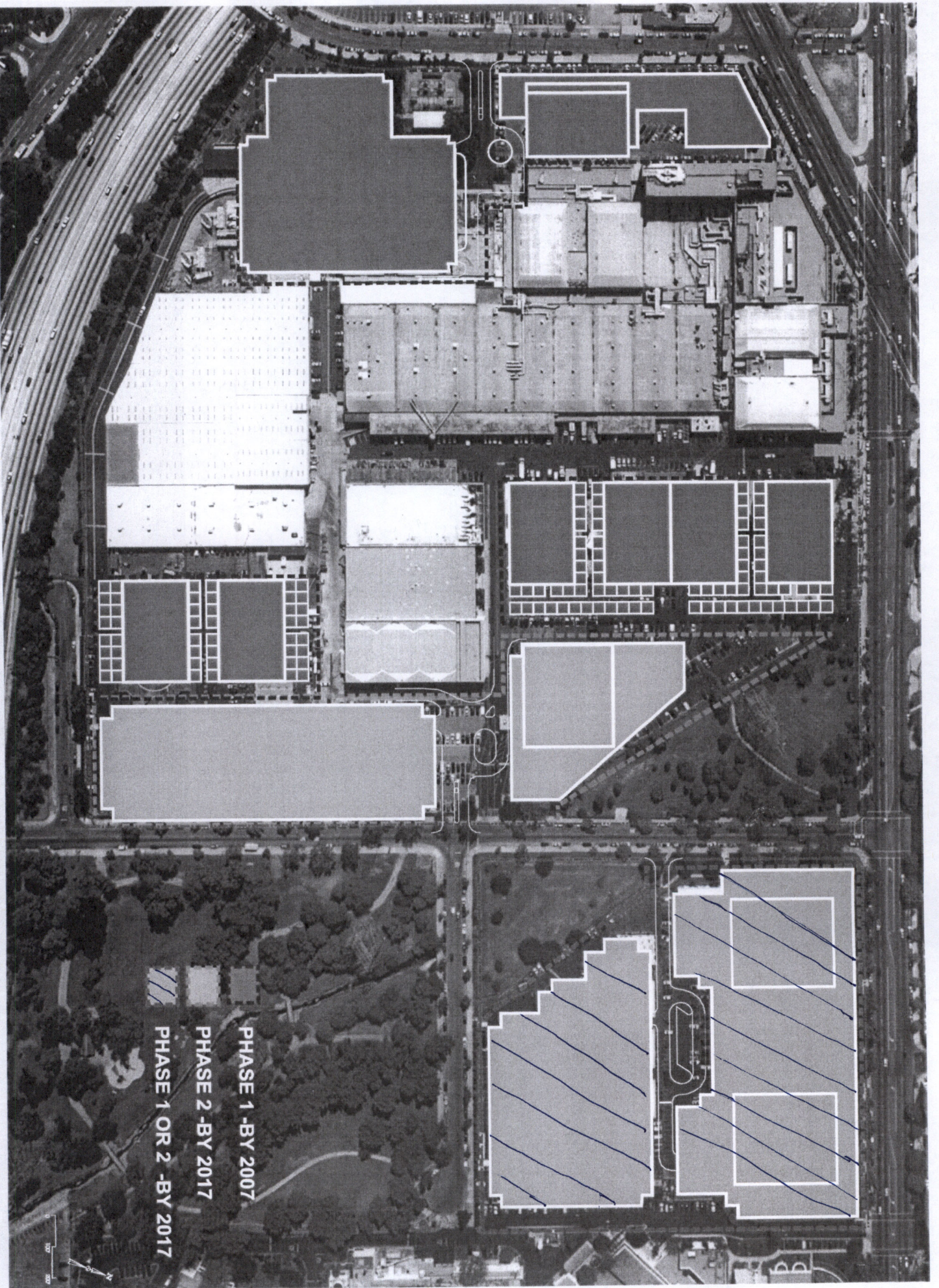


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EXHIBIT ~~"E"~~ "F"

ILLUSTRATIVE CONCEPT DIAGRAM

~~PROJECT~~ PHASING



ILLUSTRATIVE PROJECT PHASING PLAN

NBC STUDIOS BURBANK Master Planning